

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

INFORMATION FOR DOMESTIC LIMITED PARTNERSHIPS
Chapter 425E, Hawaii Revised Statutes

NOTE: The term "limited partnership" includes "limited liability limited partnership".

Registered Office/Registered Agent Change

Section 425E-114 provides that each domestic and foreign limited partnership shall continuously maintain in this State: (1) a registered office which may be the same as any of its places of business; and (2) a registered agent, who shall be either an individual resident of this State, a domestic entity, or a foreign entity authorized to transact business in this State, whose business office is identical with the registered office.

Section 425E-115 provides that a domestic or foreign limited partnership may change its registered office or registered agent by delivering to the department director for filing a statement of change setting forth the information required by this section.

Section 425E-116 provides that any registered agent may resign as the registered agent by delivering a signed statement of resignation to the department director for filing. The statement may include a statement that the registered office shall also be discontinued. The registered agent shall mail one copy of the statement of resignation to the limited partnership's registered office, if not discontinued, and one copy to the limited partnership at its principal office. The appointment of the registered agent shall terminate and the registered office discontinued if so provided, thirty-one days after the date on which the statement was filed.

Annual Statement

Sections 425E-210 provides that an annual statement shall be filed within the following time periods:

For each limited partnership whose date of registration in this State falls between:

- (1) January 1 and March 31, an annual statement shall be filed on or before March 31 of each year and shall reflect the state of the partnership's affairs as of January 1 of the year when filed;
- (2) April 1 and June 30, an annual statement shall be filed on or before June 30 of each year and shall reflect the state of the partnership's affairs as of April 1 of the year when filed;
- (3) July 1 and September 30, an annual statement shall be filed on or before September 30 of each year and shall reflect the state of the partnership's affairs as of July 1 of the year when filed; and
- (4) October 1 and December 31, an annual statement shall be filed on or before December 31 of each year and shall reflect the state of the partnership's affairs as of October 1 of the year when filed;

provided that if a limited partnership is registered in the same year in which the annual report is due, the limited partnership shall not be required to file an annual statement for that year. Thereafter, the limited partnership shall comply with the requirements of this section.

A \$5.00 fee must be paid upon filing of the statement.

The annual statement forms will be mailed to every partnership each year, and in order to assure receipt of the same, this department shall be notified in writing of any change of address. The notification must be signed by a general partner.

If the annual statement is not filed for a period of two years, the certificate of limited partnership may be administratively cancelled by the director pursuant to Section 425E-809.

SEE REVERSE SIDE FOR MORE INFORMATION

Records

Section 425E-111 provides that each limited partnership shall continuously maintain at its registered office, the following information:

- (1) A current list showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order;
- (2) A copy of the certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment, or restatement has been executed;
- (3) A copy of any filed articles of conversion or merger;
- (4) A copy of the limited partnership's federal, state, and local income tax returns and reports, if any, for the three most recent years;
- (5) A copy of any partnership agreement made in a record and any amendment made in a record to any partnership agreement;
- (6) A copy of any financial statement of the limited partnership for the three most recent years;
- (7) A copy of the three most recent annual statements delivered by the limited partnership to the director pursuant to section 425E-210;
- (8) A copy of any record made by the limited partnership during the past three years of any consent given by or vote taken of any partner pursuant to this chapter or the partnership agreement; and
- (9) Unless contained in a partnership agreement made in a record, a record stating:
 - (A) The amount of cash, and a description and statement of the agreed value of any other property or services, contributed or agreed to be contributed by each partner;
 - (B) The time or events that trigger any additional contributions agreed to be made by each partner are to be made;
 - (C) Unless contained in a written partnership agreement, a writing setting out any right of a partner to receive, or of a general partner to make, distributions to a partner which include a return of all or any part of the partner's contribution;
 - (D) For any person that is both a general partner and a limited partner, a specification of what transferable interest the person owns in each capacity; and
 - (E) Any events upon the happening of which the limited partnership is to be dissolved and its activities wound up.

Cancellation of Certificate

Section 425E-203 provides that a certificate of limited partnership shall be canceled upon the dissolution and the commencement of winding up of the partnership by filing a statement of termination. Forms are available from the department.

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).

Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov